FORM D

SEC Mail Mail Processing Section

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

SEC L	ISE ONLY
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DATE	RECEIVED
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MAY 27 2000NIFORM LIMITED OFFERING EXEMPTION

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Private placement of the Cell,000,000,000 in limited partner interests in CVC Eur	opean Equity Partners V (B) L.P.						
Filing Under (Check box(es) that apply):	506 Section 4(6) ULOE						
Type of Filing: New Filing Amendment							
A. BASIC IDENTIFICATION DATA							
1. Enter the information requested about the issuer							
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)							
CVC European Equity Partners V (B) L.P.	T						
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code) +44-1534-609-000						
1st Floor, 22-24 Seale Street, St Helier, Jersey JE2 3QG, Channel Islands Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)						
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	relephone Number (meluding Area Code)						
Same as Executive Offices	Same as Executive Offices						
Brief Description of Business							
Private equity investment fund formed for the purpose of making investments in eq	uity and debt securities of companies.						
Type of Business Organization							
☐ corporation ☐ limited partnership, already formed ☐ business trust ☐ limited partnership, to be formed	other (please specify):						
Month Year							
Actual or Estimated Date of Incorporation or Organization: 0 2 0 8							
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation f							
CN for Canada: FN for other foreign jurisdiction)	PDC CESSED						
GENERAL INSTRUCTIONS	- FROGEOM						
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Rep. 15 U.S.C. 77d(6).	JUN 022008 gulation D of Section 4(6), 17 CFR 230,501 et seq. or THOMSON REUTERS						
15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the of Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at after the date on which it is due, on the date it was mailed by United States registered or certified in	the address given below or, if received at that address						
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.	P.C. 20549						
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be must be photocopies of the manually signed copy or bear typed or printed signatures.	manually signed. Any copies not manually signed						
Information Required: A new filing must contain all information requested. Amendments need or changes thereto, the information requested in Part C, and any material changes from the information Appendix need not be filed with the SEC.							
Filing Fee: There is no federal filing fee.							
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.							
ATTENTION							
Failure to file notice in the appropriate states will not result in a loss of the federal appropriate federal notice will not result in a loss of an available state exemption unfiling of a federal notice.							

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9



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		A. BASIC IDENTI	FICATION DATA		
2. Enter the information reque	ested for the followi	ng:			
Each promoter of the issuer Each beneficial owner havi Each executive officer and Each general and managing	ng the power to vot director of corporat	e or dispose, or direct the v e issuers and of corporate g	st five years; ote or disposition of, 10% or teneral and managing partner	more of a class of s of partnership iss	equity securities of the issu uers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	Executive Officer	Director	☑ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)		······································		
CVC European Equit	y V Limited (G	eneral Partner of the	lssuer)		
Business or Residence Address					
1st Floor, 22-24 Seale	e Street, St Heli	er, Jersey JE2 3QG, C	Channel Islands		
Check Box(es) that Apply:		☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Walker, Rupert					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
		er, Jersey JE2 3QG, C	Channel Islands		
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if i	ndividual)				
Hansen, Carl J.					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
P.O. Box 87, 22 Grer	ville Street, St.	Helier, Jersey JE4 8P	X, Channel Islands		
Check Box(es) that Apply:	□ Promoter	Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)				
Chapman, Julia Anne					
Business or Residence Address		t, City, State, Zip Code)			
		Helier, Jersey JE4 8P	X, Channel Islands		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)		· · · · · · · · · · · · · · · · · · ·		
Smith, Michael David					
Business or Residence Address		t, City, State, Zip Code)			
Apt. 2A Villa del Sol	le. 8 Ave. St. Ro	main, Monaco 98000	, Monaco		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	Executive Officer	□ Director	General and/or Managing Partner
Full Name (Last name first, if i	individual)			·	
Grizzelle, Mark					
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)			
111 Strand, London	WC2R 0AG, Ur	ited Kingdom			
Check Box(es) that Apply:		Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	individual)				
Koltes, Steven					
Business or Residence Address	(Number and Stree	et, City, State, Zip Code)		·	
Erbstrausse 6, 8700 I		-			

				B.	INFORMA	TION ABO	OUT OFFEI	RING				
											Yes	No
1. Has	the issuer s	old, or doe	s the issuer	intend to s	sell, to non-	accredited	investors i	n this offer	ing?	************	🔲	\boxtimes
			A	inswer also	in Append	lix, Colum	n 2, if filing	g under UL	OE.			
2. Wha	it is the min	imum inve	stment that	t will be ac	cepted from	n any indiv	idual?				€20,000,000*	
	*The Ge	neral Parti	ier reserve.	s the right	to adiust th	e minimum	participat	ion from tit	ne to time.		Yes	No
3. Does										******	🛛	
offer and/e assoc	r the inform mission or ring. If a po or with a st ciated perso	similar remerson to be ate or state ons of such	listed is an s, list the n a broker o	for solicitate associated ame of the r dealer, yo	tion of pure I person or broker or c	hasers in c agent of a lealer. If m	onnection on the connection of	with sales o ealer regist /e (5) perso	of securities ered with tons to be lis	s in the he SEC sted are		
Full Na	me (Last na	ame first, if	findividual	1)								
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Stat	e, Zip Cod	le)					
Name o	of Associate	d Broker o	r Dealer									
	n Which Pe										🗀 Al	1 States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last na	ame first, i	f individua	l)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Star	te, Zip Cod	le)					
Name o	of Associate	d Broker o	or Dealer									
	n Which Pe eck "All St							•••••			🔲 Al	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Na	me (Last n	ame first, i	f individua	1)								
Busines	ss or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Cod	le)					
Name o	of Associate	ed Broker o	or Dealer				-				, <u>-</u> .	•
	n Which Pe											II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	 [HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[rn]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[ບາງ	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	JF FROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged	Aggregate	Amount
	Type of Security	Offering Price	Already Sold
	Debt	€-0-	€-0-
	Equity	€-0-	€-0-
	☐ Common ☐ Preferred		
	Convertible Securities (including warrants)	€-0-	€-0-
	Partnership Interests	€11,000,000,000*†	€8,470,110,000*
	Other (Specify)	€-0-	€-0-
	Total	€11,000,000,000*1	€8,470,110,000*1
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregate
		Number Investors	Dollar Amount of Purchases
	Accredited Investors	84*	€2,626,300,000*
	Non-accredited Investors	-0	€N/A
	Total (for filings under Rule 504 only)	-0-	€N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
	If this filing is for an offering under Rule 504 or 505, enter the information requested for the interest of the types indicated in the twelve (12) months prior to the first sale of securities type listed in Part C – Question 1.	s in this offering. C Type of	by the issuer, to lassify securities Dollar Amount Sold
	Type of Offering	Security	
	Rule 505		€ N/A
	Regulation A	N/A	€ N/A
	Rule 504		€ N/A
	Total	N/A	€ N/A
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		,
	Transfer Agent's Fees		€-0-
	Printing and Engraving Costs	🛛	€200,000†
	Legal Fees	🛛	€1,100,000†
	Accounting Fees	🛛	€50,000†
	Engineering Fees		€-0-
	Sales Commission (specify finders' fees separately)		€-0-
	Other Expenses (identify) Travel, postage and general fund raising		€150,000†
		Ø	€1,500,000†
	Total	*****	

^{*}Includes Non-US persons.

*Includes amounts in respect of the issuer's parallel entities, CVC European Equity Partners V (A) L.P., CVC European Equity Partners V (C) L.P., CVC European Equity Partners V (D) L.P. and CVC European Equity Partners V (E) L.P., all Cayman Islands exempted limited partnerships.

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND US	E O	F PROCEEDS		
b.	Enter the difference between the aggregate offering price given in response to Part C – Que and total expenses furnished in response to Part C – Question 4.a. This difference is the "adgross proceeds to the issuer."	juste	d	€10	,998,500,000†
5.	Indicate below the amount of the adjusted proceeds to the issuer used or proposed to be used each of the purposes shown. If the amount for any purpose is not known, furnish an estimate check the box to the left of the estimate. The total of the payments listed must equal the adjugross proceeds to the issuer set forth in response to Part C – Question 4.b above.	e and	i		
			Payments to Officers, Directors & Affiliates		Payments To Others
	Salaries and fees		€870,000,000*		ϵ
	Purchase of real estate		€		ϵ
	Purchase, rental or leasing and installation of machinery and equipment		€		ϵ
	Construction or leasing of plant buildings and facilities		ϵ		ϵ
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)				€9,958,500,000†
	Repayment of indebtedness		ϵ		<u>e</u>
	Working capital		ϵ		€170,000,000†
	Other (specify):		ϵ	_ 🗆	€
			ϵ		€
	Column Totals		€870,000,000*	<u>'</u> 🗆	€10,128,500,000†
	Total Payments Listed (column totals added)		⊠ <u>€</u>	E10,998	,500,000 [†]
	*Estimated aggregate amounts for the first six years. Note that the amount of the Management Fee shall vary depending on the final total commitment to the Issuer. In addition, after the sixth year the Issuer will continue to pay Management Fees.				
	[†] Includes amounts in respect of the issuer's parallel entities, CVC European Equity Partners V (A) L.P., CVC European Equity Partners V (C) L.P., CVC European Equity Partners V (D) L.P. and CVC European Equity Partners V (E) L.P., all Cayman Islands exempted limited partnerships.				

	D. FEDERAL SIGNATURE	
The issuer has duly caused this notice to be s following signature constitutes an undertakin request of its staff, the information furnished	g by the issuer to furnish to the U.S. Securities	
Issuer (Print or Type)	Signature	Date
CVC European Equity Partners V (B) L.P.		25 March ,2008
Name of Signer (Print or Type)	Title of Signer (Frint or Type)	
Carl Hansen	Director of the General Partner of the Issue	r

-ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE						
Is any party described in 17 CFR 230.262 of such rule?	presently subject to any of the disqualification provi	sions Yes No					
	See Appendix, Column 5, for state response.						
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	to furnish to any state administrator of any state in was required by state law.	hich this notice is filed, a notice on	l				
The undersigned issuer hereby undertake issuer to offerees.	The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.						
Limited Offering Exemption (ULOE) of t	issuer is familiar with the conditions that must be sat the state in which this notice is filed and understands ishing that these conditions have been satisfied.	isfied to be entitled to the Uniform that the issuer claiming the availabi	ility				
The issuer has read this notification and knoundersigned duly authorized person.	ows the contents to be true and has duly caused this	notice to be signed on its behalf by	the				
Issuer (Print or Type)	Signature	Date					
CVC European Equity Partners V (B) L.P.	25 McM, 2008						
Name of Signer (Print or Type)	Title of Signer (Frint or Type)						
Carl Hansen	Director of the General Partner of the Issuer						

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

I	Intend to non-a	to sell ceredited s in State -ltem 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)			Type of security and aggregate offering price Offered in state Type of investor and amount purchased in State		Disqual under Sta (if yes explant waiver	ification ate ULOE attach ation of granted)
State	Yes	No		Number of Accredited Investors Amount Investors Amount				Yes	No	
AL		\boxtimes	*	-0-	-0-	-0-	-0-		Ø	
AK		Ø	*	-0-	-0-	-0-	-0-		⊠	
AZ		\boxtimes	*	-0-	-0-	-0-	-0-		☒	
AR		×	*	-0-	-0-	-0-	-0-		⊠	
CA		Ø	*	-0-	-0-	-0-	-0-		⊠	
СО		⊠	*	-0-	-0-	-0-	-0-		⋈	
СТ		Ø	*	-0-	-0-	-0-	-0-		⋈	
DE		⊠	*	-0-	-0-	-0-	-0-	a	Ø	
DC		Ø	*	-0-	-0-	-0-	-0-		⋈	
FL		⊠	*	-0-	-0-	-0-	-0-		⋈	
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МЕ		⊠	*	-0-	-0-	-0-	-0-		☒	
MD		⊗	*	-0-	-0-	-0-	-0-		☒	
MA		⊠	. *	-0-	-0-	-0-	-0-		⊠	
МІ		⊠	*	-0-	-0-	-0-	-0-		Ø	
MN		×	•	-0-	-0-	-0-	-0-		Ø	
MS		⊠	*	-0-	-0-	-()-	-0-		図	
МО		⊠	*	-0-	-0-	-0-	-0-			

^{*} Up to $\ensuremath{\mathfrak{C}}\xspace11,\!000,\!000,\!000$ in limited partner interests.

APPENDIX

1	2		3			4		5	
	Intend to non-ac investors (Part B-	to self	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
				Number of Accredited	Accredited Non-Accredited				
State	Yes	No		Investors 2	Amount	Investors -0-	Amount -0-	Yes 🗆	No ⊠
МО		⊠	Limited partnership interests	2	€19,000,000	-0-			
MT		⊠		-0-	-0-	-0-	-0-		
NE		⊠		-0-	-0-	-0-	-0-		
NV		⊠	Limited partnership interests	i	€15,750,000	-0-	-0-		⊠
NH		×		-0-	-0-	-0-	-0-		
NJ		×		-0-	-0-	-0-	-0-		⊠
NM		⊠		-0-	-0-	-0-	-0-		×
NY		⊠	Limited partnership interests	4	€24,880,000	-0-	-0-		
NC		Ø		-0-	-0-	-0-	-0-		
ND		⊠		-0-	-0-	-0-	-0-		Ø
ОН		⊠	Limited partnership interests	2	€11,500,000	-0-	-0-		⊠
ОК	0	Ø	"	-0-	-0-	-0-	-0-		Ø
OR		⊠		-0-	-0-	-0-	-0-		⊠
PA		Ø	Limited partnership interests	1	€14,000,000	-0-	-0-		Ø
RI		⊠		-0-	-0-	-0-	-0-		⊠
SC		Ø		-0-	-0-	-0-	-0-		Ø
SD		Ø		-0-	-0-	-0-	-0-		Ø
TN		⊠		-0-	-0-	-0-	-0-		☒
TX		⊠	Limited partnership interests	2	€385,000,000	-0-	-0-		☒
UT		×	Limited partnership interests	1	€5,000,000	-0-	-0-		Ø
VT		Ø		-0-	-0-	-0-	-0-		☒
VA		Ø		-0-	-0-	-0-	-0-		Ø
WA		Ø	Limited partnership interests	1	€10,000,000	-0-	-0-		⊠
wv		Ø		-0-	-0-	-0-	-0-		⊠
WI		⊠	Limited partnership interests	1	€100,000,000	-0-	-0	MD	Ø
WY		Ø		-0-	-0-	-0-	-0	10	×
PR		×		-0-	-0-	-0-	-0-		×